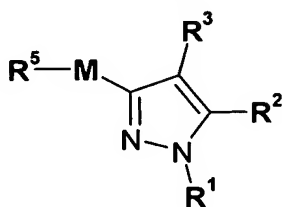


In the Claims:

The listing of claims will replace all prior versions and listings of claims in the application.

Listings of claims:

1. (Original) A compound of Formula (I),



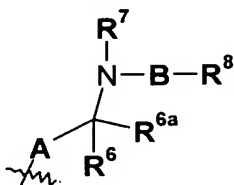
Formula (I)

wherein

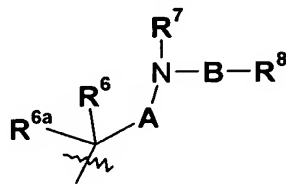
R¹ is selected from: hydrogen, optionally-substituted C₁₋₆alkyl, optionally substituted aryl or optionally-substituted arylC₁₋₆alkyl;

R² is an optionally-substituted mono or bi-cyclic aromatic ring;

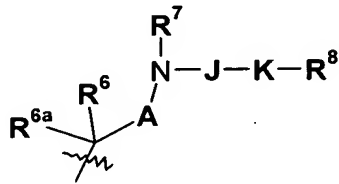
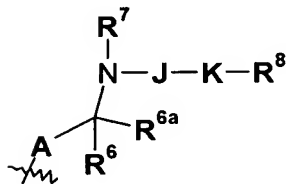
R³ is selected from a group of Formula (IIa) to Formula (IIf):



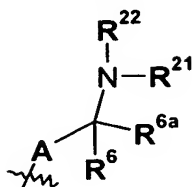
Formula (IIa)



Formula (IIb)

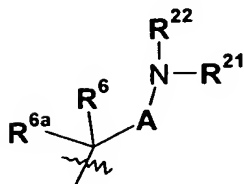


Formula (IIc)



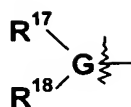
Formula (IIe)

Formula (IIId)



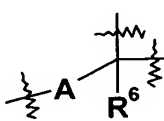
Formula (IIf)

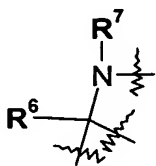
R^5 is a group of Formula (III):



Formula (III)

R^6 and R^{6a} are independently selected from hydrogen, fluoro, optionally substituted C_{1-6} alkyl, optionally-substituted aryl or optionally substituted aryl C_{1-6} alkyl, or R^6 and R^{6a} taken together and the carbon atom to which they are attached form a carbocyclic ring of 3-7 atoms, or R^6 and R^{6a} taken together and the carbon atom to which they are attached form a carbonyl group;

or when A is not a direct bond the group  forms a carbocyclic ring of 3-7 carbon atoms or a heterocyclic ring containing one or more heteroatoms;

or the group  forms a heterocyclic ring containing 3-7 carbon atoms and one or more heteroatoms;

R^7 is selected from: hydrogen, optionally-substituted C_{1-6} alkyl, optionally-substituted aryl C_{1-6} alkyl, optionally-substituted aryl, optionally

substituted heterocyclyl, optionally substituted heterocyclylC₁₋₆alkyl,
R⁹OC₁₋₆alkyl-, **R**⁹**R**¹⁰NC₁₋₆alkyl-, **R**⁹**R**¹⁰NC(O)C₁₋₆alkyl, -C(N**R**⁹**R**¹⁰)=NH;
 or when **R**³ is a group of Formula (IIc) or (IId) **R**⁷ is of the formula -**J-K-R**⁸;
R⁸ is selected from:

- (i) hydrogen, C₁₋₆alkyl, C₂₋₆alkenyl, C₂₋₆alkynyl, haloC₁₋₆alkyl,
 C₁₋₄alkoxyC₁₋₄alkyl, hydroxy, hydroxyC₁₋₆alkyl, cyano,
 N-C₁₋₄alkylamino, N,N-di-C₁₋₄alkylamino, C₁₋₆alkyl-S(O_n)-,
 -O-**R**^b, -N**R**^b**R**^c, -C(O)-**R**^b, -C(O)O-**R**^b, -CON**R**^b**R**^c,
 NH-C(O)-**R**^b or -S(O_n)N**R**^b**R**^c,
 where **R**^b and **R**^c are independently selected from hydrogen and
 C₁₋₄alkyl optionally substituted with hydroxy, amino,
 N-C₁₋₄alkylamino, N,N-di-C₁₋₄alkylamino, HO-C₂₋₄alkyl-NH- or
 HO-C₂₋₄alkyl-N(C₁₋₄alkyl)-;
- (ii) nitro when **B** is a group of Formula (IV) and **X** is CH and **p** is 0;
- (iii) C₃₋₇cycloalkyl, aryl or arylC₁₋₆alkyl each of which is optionally
 substituted by **R**¹², **R**¹³ and **R**¹⁴;
- (iv) -(**Q**)-aryl, -(**Q**)-heterocyclyl, -aryl-(**Q**)-aryl, each of which is
 optionally substituted by **R**¹², **R**¹³ and **R**¹⁴
 wherein -(**Q**)- is selected from **E**, **F** or a direct bond;
- (v) heterocyclyl or heterocyclylC₁₋₆alkyl each of which is optionally
 substituted by up to 4 substituents independently selected from
R¹², **R**¹³ and **R**¹⁴;
- (vi) a group selected from **R**¹², **R**¹³ and **R**¹⁴;

R⁹ and **R**¹⁰ are independently selected from: hydrogen, hydroxy, optionally
 substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted
 arylC₁₋₆alkyl, an optionally substituted carbocyclic ring of 3-7 atoms,
 optionally substituted heterocyclyl, optionally substituted
 heterocyclylC₁₋₆alkyl or **R**⁹ and **R**¹⁰ taken together can form an optionally

substituted ring of 3-9 atoms or R^9 and R^{10} taken together with the carbon atom to which they are attached form a carbonyl group;

R^{11} is selected from: hydrogen, optionally substituted C_{1-6} alkyl, or $N(R^9R^{10})$;

R^{12} is selected from: hydrogen, hydroxy, $R^{17}R^{18}N(CH_2)_{cc-}$, $R^{17}R^{18}NC(O)(CH_2)_{cc-}$, optionally substituted C_{1-6} alkyl- $C(O)N(R^9)(CH_2)_{cc-}$, optionally substituted C_{1-6} alkyl- $SO_2N(R^9)-$, optionally substituted aryl- $SO_2N(R^9)-$, C_{1-3} perfluoroalkyl- $SO_2N(R^9)-$; optionally substituted C_{1-6} alkyl- $N(R^9)SO_2-$, optionally substituted aryl- $N(R^9)SO_2-$, C_{1-3} perfluoroalkyl- $N(R^9)SO_2-$ optionally substituted C_{1-6} alkanoyl- $N(R^9)SO_2-$; optionally substituted aryl- $C(O)N(R^9)SO_2-$, optionally substituted C_{1-6} alkyl- $S(O_n)-$, optionally substituted aryl- $S(O_n)-$, C_{1-3} perfluoroalkyl-, C_{1-3} perfluoroalkoxy, optionally substituted C_{1-6} alkoxy, carboxy, halo, nitro or cyano;

R^{13} and R^{14} are independently selected from: hydrogen, hydroxy, oxo, optionally substituted C_{1-6} alkyl, optionally substituted C_{1-6} alkanoyl, optionally substituted C_{2-6} alkenyl, cyano, nitro, C_{1-3} perfluoroalkyl-, C_{1-3} perfluoroalkoxy, optionally substituted aryl, optionally substituted aryl C_{1-6} alkyl, $R^9O(CH_2)_s-$, $R^9(O)O(CH_2)_s-$, $R^9OC(O)(CH_2)_s-$, $R^{16}S(O_n)(CH_2)_s-$, $R^9R^{10}NC(O)(CH_2)_s-$ or halo;

R^{15} is selected from: hydrogen, optionally substituted C_{1-6} alkyl, $R^{19}OC(O)-$, $R^9R^{10}NC(O)-$, $R^9C(O)-$, $R^9S(O_n)-$;

R^{16} is selected from: hydrogen, C_{1-6} alkyl, C_{1-3} perfluoroalkyl or optionally-substituted aryl;

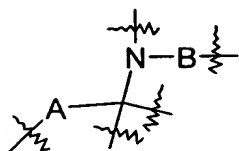
R^{17} is independently selected from: hydrogen, hydroxy, cyano or optionally substituted C_{1-6} alkyl;

R^{18} is a group of formula $R^{18a}-C(R^9R^{10})_{0-1}-$ wherein R^{18a} is selected from: $R^{19}OC(O)-$, $R^9R^{10}NC(O)-$, $R^9R^{10}N-$, $R^9C(O)-$, $R^9C(O)N(R^{10})-$, $R^9R^{10}NC(O)-$, $R^9R^{10}NC(O)N(R^{10})-$, $R^9SO_2N(R^{10})-$, $R^9R^{10}NSO_2N(R^{10})-$, $R^9C(O)O-$, $R^9OC(O)-$, $R^9R^{10}NC(O)O-$, R^9O- , $R^9S(O_n)-$, $R^9R^{10}NS(O_n)-$,

hydrogen, optionally substituted C₁₋₆alkyl, optionally substituted heterocyclyl;
 or **R**¹⁷ and **R**¹⁸ when taken together form an optionally substituted carbocyclic ring of 3-7 atoms or optionally substituted heterocyclyl;
R¹⁹ is selected from: hydrogen, optionally substituted C₁₋₆alkyl, optionally substituted aryl, optionally substituted arylC₁₋₆alkyl, optionally substituted C₃₋₇cycloalkyl, optionally substituted heterocyclyl or optionally substituted heterocyclylC₁₋₆alkyl;
R²⁰ is selected from **R**¹² or **R**¹³;
R²¹ and **R**²² are independently selected from hydrogen, optionally substituted C₁₋₆alkyl, optionally substituted C₃₋₇cycloalkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylC₁₋₆alkyl, optionally substituted C₃₋₆alkenyl, optionally substituted C₃₋₆alkynyl, - (C₁₋₅alkyl)_{aa}-S(O_n)-(C₁₋₅alkyl)_{bb}-; **R**⁹**R**¹⁰NC₂₋₆alkyl, **R**⁹OC₂₋₆alkyl or **R**⁹**R**¹⁰NC(O)C₂₋₆alkyl, with the proviso that **R**⁹ and **R**¹⁰ independently or taken together are not optionally substituted aryl or optionally substituted arylC₁₋₆alkyl; or
R²¹ and **R**²² taken together form an optionally substituted non-aromatic heterocyclic ring;
A is selected from:

- (i) a direct bond;
- (ii) optionally-substituted C₁₋₅alkylene wherein the optional substituents are independently selected from:
 optionally-substituted C₁₋₆alkyl optionally-substituted aryl,
 optionally substituted arylC₁₋₆alkyl or substituted arylC₁₋₆alkyl;
- (iii) a carbocyclic ring of 3-7 atoms;
- (iv) a carbonyl group or -C(O)-C(**R**^d**R**^d)-, wherein **R**^d is independently selected from hydrogen and C₁₋₂alkyl;

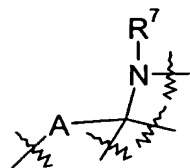
or when R^3 is a group of Formula (IIa) or (IIb), the group



forms a heterocyclic ring containing 3-7 carbon atoms

and one or more heteroatoms;

or when R^3 is a group of Formula (IIa), (IIb), (IIc) or (IId), the group

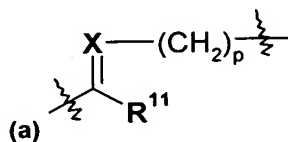


forms a heterocyclic ring containing 3-7 carbon atoms and

one or more heteroatoms;

B is selected from:

- (i) a direct bond;
- (ii) a group of Formula (IV)



Formula (IV)

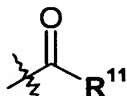
wherein:

X is selected from N or CH,

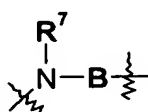
wherein at position (a) Formula (IV) is attached to the nitrogen atom and the $(CH_2)_p$ group is attached to R^8 ; and

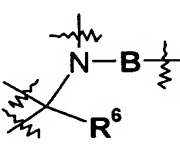
- (iii) a group independently selected from: optionally substituted C_{1-6} alkylene, optionally substituted C_{3-7} cycloalkyl, optionally substituted C_{3-6} alkenylene, optionally substituted C_{3-6} alkynyl, C_{1-6} alkoxy, $(C_{1-5}alkyl)_{aa}-S(O_n)-(C_{1-5}alkyl)_{bb-}$, $(C_{1-5}alkyl)_{aa}-O-(C_{1-5}alkyl)_{bb-}$, $-(C_{1-5}alkyl)_{aa}-C(O)-(C_{1-5}alkyl)_{bb-}$ or $(C_{1-5}alkyl)_{aa}-N(R^{15})-(C_{1-5}alkyl)_{bb-}$,

wherein R^{15} and the $(C_{1-5}alkyl)_{aa}$ or $(C_{1-5}alkyl)_{bb}$ chain can be joined to form a ring, wherein the combined length of $(C_{1-5}alkyl)_{aa}$ and $(C_{1-5}alkyl)_{bb}$ is less than or equal to C_5alkyl ; or the group $-B-R^8$ represents a group of Formula (V)



Formula (V);

or the group  together forms an optionally substituted heterocyclic ring containing 4-7 carbons atoms;

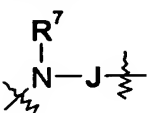
or the group  forms a heterocyclic ring containing 3-7 carbon atoms and one or more heteroatoms;

E is $-O-$, $-S(O_n)-$, $-C(O)-$, $-NR^{15}-$ or $-C(R^9R^{10})_q-$;

F is $-E(CH_2)_r-$;

G is selected from: hydrogen, halo, N, O, $S(O_n)$, $C(O)$, $C(R^9R^{10})_t$, optionally substituted $C_{2-6}alkenylene$, optionally substituted $C_{2-6}alkynylene$ or a direct bond to R^{18} ,

J is a group of the formula: $-(CH_2)_s-L-(CH_2)_s-$ wherein when s is greater than 0, the alkylene group is optionally substituted,

or the group  together forms an optionally substituted heterocyclic ring containing 4-7 carbons atoms;

K is selected from: a direct bond, $-(CH_2)_{s1}-$, $-(CH_2)_{s1}-O-(CH_2)_{s2}-$, $-(CH_2)_{s1}C(O)-(CH_2)_{s2}-$, $-(CH_2)_{s1}S(O_n)-(CH_2)_{s2}-$, $-(CH_2)_{s1}N(R^{18})-(CH_2)_{s2}-$,

$-(CH_2)_{s1}-C(O)N(R^9)-(CH_2)_{s2}-$, $-(CH_2)_{s1}-N(R^9)C(O)-(CH_2)_{s2}-$,
 $-(CH_2)_{s1}-N(R^9)C(O)N(R^9)-(CH_2)_{s2}-$, $-(CH_2)_{s1}-OC(O)-(CH_2)_{s2}-$,
 $-(CH_2)_{s1}-C(O)O-(CH_2)_{s2}-$, $-(CH_2)_{s1}-N(R^9)C(O)O-(CH_2)_{s2}-$,
 $-(CH_2)_{s1}-OC(O)N(R^9)-(CH_2)_{s2}-$, $-(CH_2)_{s1}-OS(O_n)-(CH_2)_{s2}-$, or
 $-(CH_2)_{s1}-S(O_n)-O-(CH_2)_{s2}-(CH_2)_{s1}-S(O)_2N(R^9)-(CH_2)_{s2}-$,
 $-(CH_2)_{s1}-N(R^9)S(O)_2-(CH_2)_{s2}-$; wherein the $-(CH_2)_{s1}-$ and $-(CH_2)_{s2}-$ groups are independently optionally substituted by hydroxy or C_{1-4} alkyl;

L is selected from optionally substituted aryl or optionally substituted heterocyclyl;

M is selected from $-(CH_2)_{0-2}-O-$ or $-C(O)NH-$;

n is an integer from 0 to 2;

p is an integer from 0 to 4;

q is an integer from 0 to 4;

r is an integer from 0 to 4;

s is an integer from 0 to 4;

s1 and **s2** are independently selected from an integer from 0 to 4, and

s1+s2 is less than or equal to 4;

t is an integer from 0 to 4;

aa and **bb**, are independently 0 or 1; and

cc is an integer between 0 to 2;

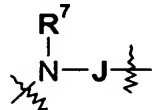
with the proviso that

- (i) when **G** is hydrogen or halo, then **R¹⁷** and **R¹⁸** are both absent;
- (ii) when **G** is O, $S(O_n)$, $C(O)$ or $C(R^{11}R^{12})_t$, then **G** is substituted by a single group independently selected from the definition of **R¹⁷** or **R¹⁸** and when **G** is a direct bond to **R¹⁸** then **G** is substituted by a single group selected from **R¹⁸**; and
- (iii) when **R³** is a group of Formula (IIb), **B** is a group of Formula (IV), **R⁸** is selected from group (i) or (ii) above, **R¹¹** is a group of

the formula $N(R^{10}R^{11})$ and R^1 , R^2 and R^5 are as defined above
then R^4 cannot be hydrogen;
or a salt, pro-drug or solvate thereof.

2. (Original) A compound according to Claim 1 wherein R^1 is hydrogen.
3. (Currently amended) A compound according to Claim 1 ~~or Claim 2~~ wherein R^3 is selected from a group of Formula (IIa) or Formula (IIb).
4. (Original) A compound according to Claim 3 wherein B is optionally substituted C_{1-6} alkylene.
5. (Currently amended) A compound according to Claim 1 ~~or Claim 2~~ wherein R^3 is selected from a group of Formula (IIc) or Formula (IId).

6. (Original) A compound according to Claim 5 wherein the group

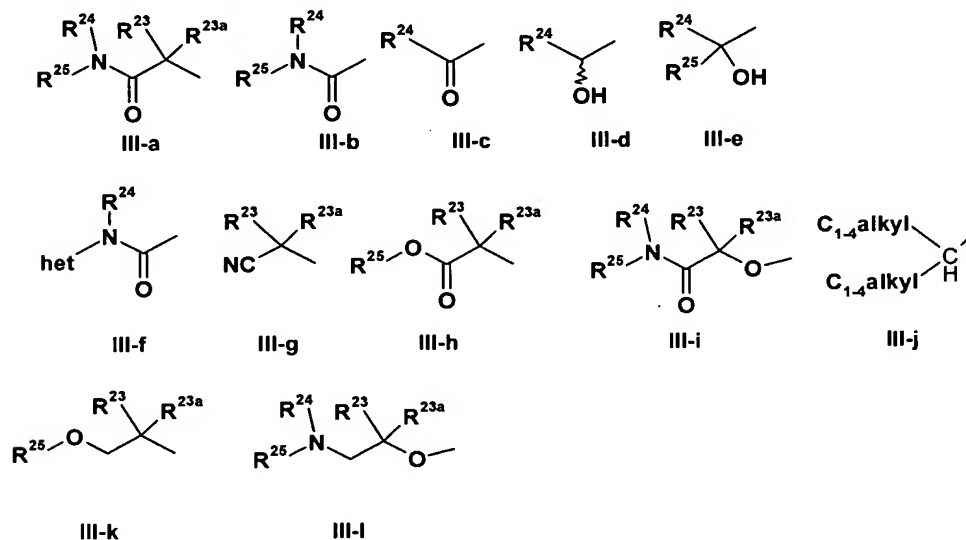


together forms an optionally substituted heterocyclic ring
containing 4-7 carbons atoms

7. (Original) A compound according to Claim 6 wherein K is selected from:
 $-(CH_2)_s-$, $-(CH_2)_s-O-(CH_2)_s-$, $-(CH_2)_s-C(O)-(CH_2)_s-$, $-(CH_2)_s-N(R^{18})-(CH_2)_s-$,
 $-(CH_2)_s-C(O)N(R^{18})-(CH_2)_s-$, $-(CH_2)_s-N(R^{18})C(O)-(CH_2)_s-$,
 $-(CH_2)_s-S(O)_2N(R^{18})-(CH_2)_s-$, or $-(CH_2)_s-NHS(O)_2-(CH_2)_s-$.
8. (Currently Amended) A compound according to claim 3 ~~any one of Claims 3,~~
~~4, 5, 6 or 7~~ wherein R^8 is selected from:

- (i) hydrogen, C₁₋₆alkyl, C₂₋₆alkenyl, haloC₁₋₆alkyl, hydroxy, cyano, C₁₋₆alkylS(O)_n-, -O-R^b, C₁₋₄alkoxyC₁₋₄alkyl, -C(O)-R^b, C(O)O-R^b, -NH-C(O)-R^b, N,N-di-C₁₋₄alkylamino, -S(O)_nNR^bR^c where R^b and R^c are independently selected from hydrogen and C₁₋₆alkyl, and n is 0, 1 or 2;
- (ii) -(Q)-aryl, optionally substituted by up to 3 groups selected from R¹², R¹³ and R¹⁴;
- (iii) C₄₋₇heterocyclyl, optionally substituted by up to 3 groups selected from R¹², R¹³ and R¹⁴, or
- (iv) C₃₋₇carbocyclyl, optionally substituted by up to 3 groups selected from R¹², R¹³ and R¹⁴;

9. (Currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein R⁵ is a group of Formula (III) wherein the group of Formula (III) is selected from any one of III-a to III-l;



wherein:

het represents an optionally substituted 3- to 8- membered heterocyclic ring containing from 1 to 4 heteroatoms independently selected from O, N and S;

R^{23} and R^{23a} are independently selected from hydrogen, fluoro or optionally substituted C_{1-8} alkyl; or R^{23} and R^{23a} together with the carbon to which they are attached form an optionally substituted 3 to 7-membered cycloalkyl ring

R^{24} is selected from hydrogen, optionally substituted C_{1-8} alkyl, optionally substituted aryl, $-R^d$ -Ar, where R^d represents C_{1-8} alkylene and Ar represents optionally substituted aryl, and optionally substituted 3- to 8- membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S;

R^{25} is selected from hydrogen; optionally substituted C_{1-8} alkyl and optionally substituted aryl;

or where the group of Formula (III) represents a group of Formula **III-a**, **III-b** or **III-i**, then the group $NR^{24}(-R^{25})$ represents an optionally substituted 3- to 8- membered heterocyclic ring optionally containing from 1 to 3 further heteroatoms independently selected from O, N and S;

or where the group of Formula (III) represents structure **III-e**, R^{24} and R^{25} together with the carbon to which they are attached represents an optionally substituted 3- to 8- membered heterocyclic ring optionally containing from 1 to 4 heteroatoms independently selected from O, N and S;

10. (Currently amended) A compound according to claim 1 ~~any one of the preceding claims~~ wherein R^2 is selected from an optionally substituted monocyclic aromatic ring structure wherein the optional substituents are selected from cyano, NR^eR^f , optionally substituted C_{1-8} alkyl, optionally substituted C_{1-8} alkoxy or halo wherein R^e and R^f are independently selected from hydrogen, C_{1-6} alkyl or aryl.
11. (Original) A compound selected from:

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(1,3-benzodioxol-5-yl)ethyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-pyrid-4-ylethyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-pyrid-4-ylbutyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[4-(4-methoxyphenyl)butyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(43-trifluoromethylphenyl)ethyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(4-fluorophenyl)ethyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(3-methoxyphenyl)ethyl]-(2*S*)-propylamine;

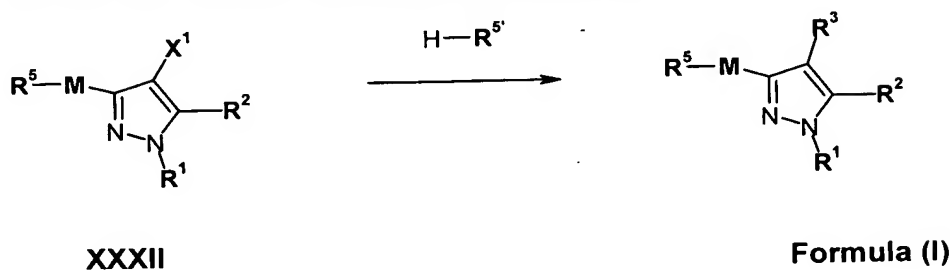
2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(4-methoxyphenyl)ethyl]-(2*S*)-propylamine;

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.1]heptan-7-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(4-methylsulphonylaminophenyl)ethyl]-(2*S*)-propylamine; and

2-[3-(2,2-dimethyl-3-oxo-3-{azabicyclo[2.2.2]oct-2-yl}propoxy)-5-(3,5-dimethylphenyl)-1*H*-pyrazol-4-yl]-*N*-[2-(1,3-benzodioxol-5-yl)ethyl]-(2*S*)-propylamine;

or a salt, pro-drug or solvate thereof.

12. (Cancelled)
13. (Currently amended) A pharmaceutical formulation comprising a compound, or salt, pro-drug or solvate thereof, according to claim 1 ~~any one of Claims 1 to 11~~ and a pharmaceutically acceptable diluent or carrier.
14. (Currently amended) A method of antagonising gonadotropin releasing hormone activity in a patient, the method comprising administering ~~Use of a compound, or salt, pro-drug or solvate thereof, according to claim 1 to a patient, any one of Claims 1 to 11, in the manufacture of a medicament for antagonising gonadotropin releasing hormone activity.~~
15. (Currently amended) A method of treating and/or preventing a sex hormone related condition in a patient, the method comprising administering ~~Use of a compound according to claim 1, or salt, pro-drug or solvate thereof, according to to a patient, any one of Claims 1 to 11, in the manufacture of a medicament for administration to a patient, for therapeutically treating and/or preventing a sex hormone related condition in the patient.~~
16. (Original) A process for the preparation of a compound of Formula (I) as defined in Claim 1, comprising a process selected from (a) to (h) as follows:
- (a) Reaction of a compound of formula XXXII with a compound of formula $H-R^5$, to form a compound of Formula (I),

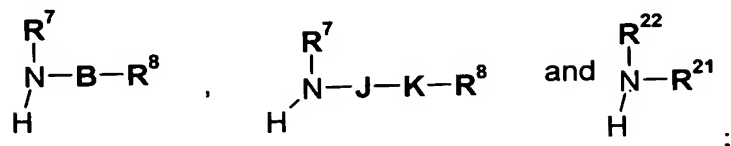


wherein X^1 is selected from:

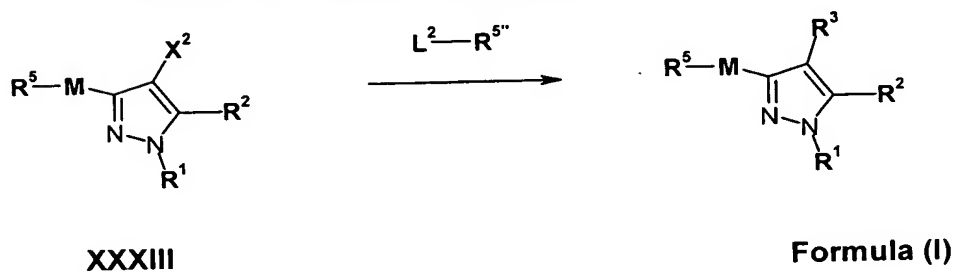
$$\begin{array}{c} R^{6a} \\ | \\ R^{6a} - C - L^1 \\ | \\ A \\ | \\ \text{---} \end{array} \quad \text{and} \quad \begin{array}{c} R^{6a} \\ | \\ R^{6a} - C - A - L^1 \\ | \\ \text{---} \end{array}; L^1$$

is a displaceable group; and

$H-R^{5'}$ is selected from:



- (b) Reaction of a compound of formula XXXIII with a compound of formula $H-R^{5''}$ to form a compound of Formula (I),

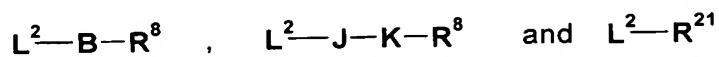


wherein X^2 is selected from:

$$\begin{array}{c} R^{6a} \\ | \\ R^{6a} - C - NH - R^{7a} \\ | \\ A \\ | \\ \text{---} \end{array} \quad \text{and} \quad \begin{array}{c} R^{6a} \\ | \\ R^{6a} - C - A - NH - R^{7a} \\ | \\ \text{---} \end{array}; L^2 \text{ is a}$$

displaceable group and R^{7a} is selected from the definition of R^7 or R^{22} above, and

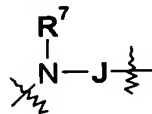
$L^2-R^{5''}$ is selected from:



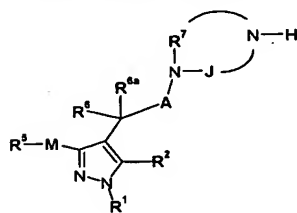
- (c) For compounds of Formula (I) wherein R^3 is a group of Formula (IIa), (IIb), (IIc) or (IId) and R^7 is other than part of a heterocyclic ring or hydrogen, reaction of a compound of Formula (I) wherein R^3 is a group of Formula (IIa), (IIb), (IIc) or (IId) and R^7 is hydrogen with a group of formula L^3-R^{7a} , wherein R^{7a} is as

defined above for R^7 with the exclusion of hydrogen and L^3 is a displaceable group;

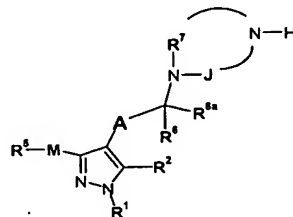
- (d) For compounds of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{21} is other than hydrogen, reaction of a compound of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{21} is hydrogen with a group of formula L^4-R^{21a} , wherein R^{21a} is as defined above for R^{21} with the exclusion of hydrogen and L^4 is a displaceable group;
- (e) For compounds of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{22} is other than hydrogen, reaction of a compound of Formula (I) wherein R^3 is a group of Formula (IIe) or (IIf) and R^{22} is hydrogen with a group of formula L^5-R^{22a} , wherein R^{22a} is as defined above for R^{22} with the exclusion of hydrogen and L^5 is a displaceable group;
- (f) For compounds of Formula (I) wherein R^3 is a group of Formula (IIc) or (IId) and



the group together forms an optionally substituted nitrogen-containing heterocyclic ring containing 4-7 carbon atoms, reaction of a compound of Formula XXXIVa or XXXIVb, with a compound of Formula L^6-K-R^8 , wherein L^3 is a displaceable group

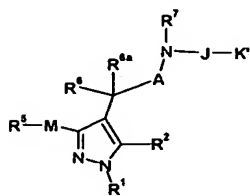


XXXIVa

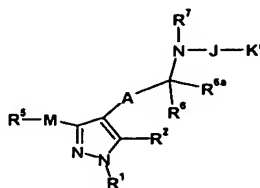


XXXIVb

- (g) For compounds of Formula (I) wherein R^3 is a group of Formula (IIc) or (IId), reaction of a compound of Formula XXXVa or XXXVb, with a compound of Formula $L^7-K''-R^8$, wherein L^7 is a displaceable group, and wherein the groups K' and K'' comprise groups which when reacted together form K ,

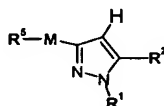


XXXVa



XXXVb ;

- (h) reaction of a compound of Formula XXXVI with a compound of the formula L^8-R^5 , wherein L^8 is a displaceable group



XXXVI ;

and thereafter if necessary:

- i) converting a compound of the Formula (I) into another compound of the Formula (I);
- ii) removing any protecting groups;
- iii) forming a salt, pro-drug or solvate.